

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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STIPULATION AND AGREED ORDER RESOLVING DEBTORS' FOURTH OMNIBUS
OBJECTION TO CLAIMS OF RETIREES OF DELPHI CORP. OR ANY OF ITS
PREDECESSORS, SUBSIDIARIES OR RELATED ENTITIES WHO WERE REPRESENTED
BY IUE-CWA DURING THEIR EMPLOYMENT, IUE-CWA/DELPHI CORP. JOINT
ACTIVITIES CENTER, LOCAL 711 IUE-CWA, LOCAL 717 IUE-CWA, LOCAL 718 IUE-
CWA, LOCAL 801 IUE-CWA, LOCAL 1111 IUE-CWA, LOCAL 416 IUE-CWA, LOCAL 755
IUE-CWA, LOCAL 698 IUE-CWA, IAMAW DISTRICT 10 AND LODGE 78, IBEW LOCAL
663, IUOE LOCAL 101S, IUOE LOCAL 18S, AND IUOE LOCAL 832S

WHEREAS, on the date set forth below (the "Proof of Claim Filing Date"), the
following claimants (the "Claimants") filed the following proofs of claim (the "Proofs of Claim")
against each of the debtors and debtors-in-possession in the above-referenced jointly
administered chapter 11 cases (the "Debtors")¹:

¹ The Debtors include: Delphi NY Holding Corporation; Delphi Corporation; ASEC Manufacturing General Partnership; Delphi Medical Systems Colorado Corporation; Delphi China LLC, ASEC Sales General Partnership; Delphi Medical Systems Texas Corporation; Delphi Automotive Systems Overseas Corporation; Delphi Automotive Systems Korea, Inc.; Delphi Automotive Systems International, Inc.; Delphi International Holdings Corp.; Aspire, Inc.; Delphi Connection Systems; Delphi International Services, Inc.; Environmental Catalysts, LLC; Specialty Electronics International, LTD; Delphi Automotive Systems Thailand, Inc.; Delco Electronic Overseas Corporation; Delphi Technologies, Inc.; Delphi Automotive Systems (Holding), Inc.; Exhaust Systems Corporation; Delphi Medical Systems Corporation; Delphi Diesel Systems Corp.; Delphi Integrated Service Solutions, Inc.; Packard Hughes Interconnect Company; Delphi Electronics (Holding) LLC; Delphi Mechatronic Systems, Inc.; Specialty Electronics, Inc.; Delphi Automotive Systems Tennessee, Inc.; Delphi LLC; Dreal, Inc.; Delphi Automotive Systems Risk Management Corp.; Delphi Automotive Systems Services LLC; Delphi Liquidation Holding Company; Delphi Foreign Sales Corporation; Delphi Services Holding Corporation; Delphi Automotive Systems Human Resources LLC; Delphi Automotive Systems Global (Holding) Inc.; Delphi Automotive Systems LLC; Furukawa Wiring Systems LLC; Delphi-Receivables LLC; and MobileAria, Inc.

<u>Claimant</u>	<u>Proofs of Claim</u>	<u>Proof of Claim Filing Date</u>
Retirees Of Delphi Corp. Or Any Of Its Predecessors, Subsidiaries Or Related Entities Who Were Represented By IUE-CWA During Their Employment (the "IUE-CWA Retirees")	Nos. 12574 and 12599	July 28, 2006
IUE-CWA/Delphi Corp. Joint Activities Center (the "IUE-CWA Joint Activities Center")	12651 and 13272	July 28, 2006
Local 711 IUE-CWA	12703, 12704, 12705, 12706, 12707, 12708, 12709, 12710, 12711, 12712, 12713, 12714, 12716, 12717, 12718, 12719, 12720, 12721, 12726, 12727, 12728, 12729, 12732, 12733, 12734, 12735, 12736, 12737, 12738, 12739, 12740, 12742, 12743, 12744, 12745	July 28, 2006
Local 717 IUE-CWA	12722, 12723, 12724, 12725, 12746, 12747, 12748, 12749, 12750, 12752, 12753, 12754, 12755, 12756, 12757, 12759, 12760, 12761, 12762, 12764, 12765, 12766, 12767, 12768, 12769, 12770, 12771, 12772, 12775, 12776, 12777, 12778, 12779	July 28, 2006

<u>Claimant</u>	<u>Proofs of Claim</u>	<u>Proof of Claim Filing Date</u>
Local 718 IUE-CWA	12880, 12881, 12882, 12883, 12884, 12886, 12887, 12888, 12889, 12890, 12891, 12893, 12894, 12895, 12896, 12897, 12898, 12899, 12900, 12901, 12902, 12904, 12905, 12906, 12907, 12908, 12909, 12910, 12911, 12912, 12913, 12916, 12917, 12918, 12919	July 28, 2006
Local 801 IUE-CWA	12293, 12294, 12295, 12296, 12297, 12300, 12301, 12302, 12303, 12304, 12305, 12307, 12308, 12309, 12310, 12311, 12312, 12313, 12314, 12315, 12316, 12317, 12318, 12320, 12321, 12322, 12323, 12324, 12325, 12326, 12328, 12329, 12330, 12331, 12332, 12920	July 28, 2006
Local 1111 IUE-CWA	12841, 12842, 12843, 12846, 12847, 12848, 12849, 12850, 12851, 12852, 12853, 12854, 12855, 12857, 12858, 12859, 12860, 12861, 12862, 12863, 12864, 12865, 12867, 12868, 12869, 12870, 12871, 12872, 12873, 12875, 12876, 12877, 12878, 12879, 12973	July 28, 2006

<u>Claimant</u>	<u>Proofs of Claim</u>	<u>Proof of Claim Filing Date</u>
Local 416 IUE-CWA	12531, 12532, 12533, 12534, 12535, 12537, 12538, 12539, 12540, 12541, 12542, 12545, 12546, 12547, 12548, 12549, 12550, 12551, 12552, 12553, 12554, 12555, 12556, 12557, 12558, 12559, 12560, 12561, 12562, 12563, 12564, 12567, 12568, 12569, 12570	July 28, 2006
Local 755 IUE-CWA	12451, 12452, 12453, 12454, 12457, 12458, 12459, 12460, 12461, 12462, 12463, 12464, 12465, 12466, 12468, 12469, 12470, 12471, 12472, 12473, 12474, 12475, 12476, 12478, 12479, 12480, 12481, 12482, 12483, 12485, 12486, 12487, 12488, 12489, 12490, 13274	July 28, 2006
Local 698 IUE-CWA	12974, 12975, 12976, 12977, 12980, 12981, 12982, 12983, 12984, 12985, 12986, 12987, 12988, 12989, 12991, 12992, 12993, 12994, 12995, 12996, 13275, 13276, 13277, 13278, 13280, 13282, 13284, 13285, 13287, 13288, 13289, 13290, 13291,	July 28, 2006

<u>Claimant</u>	<u>Proofs of Claim</u>	<u>Proof of Claim Filing Date</u>
IAMAW District 10 and Lodge 78	10431, 10432, 10433, 13839, 13840, 13841, 13842, 13843, 13844, 13845, 13846, 13847, 13848, 13849, 13850, 13851, 13852, 13853, 13854, 13855, 13856, 13857, 13858, 13859, 13860, 13861, 13862, 13863, 14328, 14329, 14330, 14331, 14332, 14333, 14335, 14336, 14337, 14339, 14340, 14341, 14342, 14343, 14344, 14974	July 31, 2006 (except that Proofs of Claim Nos. 10431, 10432, and 10433 were filed July 24, 2006)
IBEW Local 663	10435, 10436, 10437, 13864, 13865, 13866, 13867, 13868, 13869, 13870, 13871, 13872, 13873, 13874, 13875, 13876, 13877, 13878, 13879, 14285, 14286, 14287, 14288, 14289, 14290, 14291, 14292, 14293, 14294, 14310, 14345, 14346, 14348, 14349, 14351, 14352, 14353, 14354, 14355, 14356, 14357, 14358, 14359, 14360	July 31, 2006 (except that Proofs of Claim Nos. 10435, 10436, and 10437 were filed July 24, 2006)
IUOE Local 101S	13660, 13661, 13662, 13663, 13664, 13683, 13684, 13685, 13705, 13706, 13707, 13721, 13722, 13723, 13724, 13725, 13726, 13727, 13728, 13729, 13731, 13732, 13733, 13736, 13737, 13738, 13739, 13745, 13746, 13747, 13755, 13756, 13757, 13765, 1418S, 14984, 14986, 14987, 14988, 14989, 14990	July 31, 2006

<u>Claimant</u>	<u>Proofs of Claim</u>	<u>Proof of Claim Filing Date</u>
IUOE Local 18S	13651, 13652, 13653, 13654, 13656, 13657, 13665, 13690, 13704, 13734, 13735, 13741, 13742, 13744, 13748, 13749, 13750, 13751, 13753, 13754, 13758, 13759, 13760, 13761, 13762, 13763, 13764, 13766, 14033, 14055, 14108, 15021, 15022, 15023, 15069, 15079, 15080, 15081, 15082, 15083, 15084	July 31, 2006
IUOE Local 832S	13666, 13667, 13668, 13669, 13670, 13671, 13672, 13673, 13674, 13675, 13676, 13677, 13678, 13679, 13680, 13681, 13682, 13686, 13687, 13688, 13689, 13691, 13692, 13693, 13694, 13695, 13696, 13697, 13698, 13700, 13701, 13702, 13703, 15070, 15072, 15073, 15074, 15075, 15076, 15077, 15078	July 31, 2006 (except that Proof of Claim No. 13700 was filed July 29, 2006)

WHEREAS, on December 8, 2006, the Debtors filed their Fourth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain Duplicate And Amended Claims (Docket No. 6099) (the "Fourth Omnibus Objection"). In the Fourth Omnibus Objection, the Debtors sought to disallow and expunge the following proofs of claim (the "Duplicative Claims") as duplicative of the Surviving Claims (as defined herein), as set forth below, with the Surviving Claims remaining on the Debtors' claims register:

<u>Claimant</u>	<u>Duplicative Claims</u>	<u>Surviving Claims</u>
IUE-CWA Retirees	12574	12599
IUE-CWA Joint Activities Center	13272	12651
Local 711 IUE-CWA	12703, 12704, 12705, 12706, 12707, 12708, 12709, 12710, 12711, 12712, 12713, 12714, 12717, 12718, 12719, 12720, 12721, 12726, 12727, 12728, 12729, 12732, 12733, 12734, 12735, 12736, 12737, 12738, 12739, 12740, 12742, 12743, 12744, 12745	12716
Local 717 IUE-CWA	12722, 12723, 12724, 12725, 12746, 12747, 12748, 12749, 12752, 12753, 12754, 12755, 12756, 12757, 12759, 12760, 12761, 12762, 12764, 12765, 12766, 12767, 12768, 12769, 12770, 12771, 12772, 12775, 12776, 12777, 12778, 12779	12750
Local 718 IUE-CWA	12880, 12881, 12882, 12883, 12884, 12886, 12887, 12889, 12890, 12991, 12894, 12895, 12896, 12897, 12898, 12899, 12900, 12901, 12902, 12904, 12905, 12906, 12907, 12908, 12909, 12910, 12911, 12912, 12913, 12916, 12917, 12918, 12919	12893

<u>Claimant</u>	<u>Duplicative Claims</u>	<u>Surviving Claims</u>
Local 801 IUE-CWA	12293, 12294, 12295, 12296, 12297, 12300, 12301, 12302, 12303, 12304, 12305, 12307, 12308, 12309, 12310, 12311, 12312, 12313, 12314, 12315, 12316, 12317, 12320, 12321, 12322, 12323, 12324, 12325, 12326, 12328, 12329, 12330, 12331, 12332, 12973	12318
Local 1111 IUE-CWA	12841, 12842, 12843, 12846, 12847, 12848, 12849, 12850, 12851, 12852, 12853, 12854, 12855, 12857, 12858, 12859, 12860, 12861, 12862, 12863, 12864, 12865, 12868, 12869, 12870, 12871, 12872, 12873, 12875, 12876, 12877, 12878, 12879, 12973	12867
Local 416 IUE-CWA	12531, 12532, 12533, 12534, 12535, 12537, 12538, 12539, 12540, 12541, 12542, 12545, 12546, 12547, 12548, 12549, 12550, 12551, 12552, 12553, 12554, 12555, 12556, 12557, 12558, 12559, 12560, 12561, 12562, 12563, 12564, 12567, 12568, 12569, 12570	12544

<u>Claimant</u>	<u>Duplicative Claims</u>	<u>Surviving Claims</u>
Local 755 IUE-CWA	12451, 12452, 12453, 12454, 12457, 12458, 12459, 12460, 12461, 12462, 12463, 12464, 12465, 12566, 12468, 12469, 12470, 12471, 12472, 12473, 12474, 12475, 12478, 12479, 12480, 12481, 12482, 12483, 12485, 12486, 12487, 12488, 12489, 12490, 13274	12476
Local 698 IUE-CWA	12974, 12975, 12976, 12977, 12980, 12981, 12982, 12983, 12984, 12985, 12986, 12987, 12988, 12989, 12991, 12992, 12993, 12994, 12995, 12996, 13275, 13276, 13277, 13280, 13282, 13284, 13285, 13287, 13288, 13289, 13290, 13291	13278
IAMAW District 10 and Lodge 78	10431, 10432, 10433, 13839, 13840, 13841, 13842, 13843, 13844, 13845, 13846, 13847, 13848, 13849, 13850, 13851, 13852, 13853, 13854, 13855, 13856, 13857, 13858, 13859, 13860, 13861, 13862, 14328, 14329, 14330, 14331, 14332, 14333, 14335, 14336, 14337, 14339, 14340, 14341, 14342, 14343, 14344, 14974	13863

<u>Claimant</u>	<u>Duplicative Claims</u>	<u>Surviving Claims</u>
IBEW Local 663	10435, 10436, 10437, 13864, 13865, 13866, 13867, 13868, 13869, 13870, 13871, 13872, 13873, 13874, 13876, 13877, 13878, 13879, 14285, 14286, 14287, 14288, 14289, 14290, 14291, 14292, 14293, 14294, 14310, 14345, 14346, 14348, 14349, 14351, 14352, 14353, 14354, 14355, 14356, 14357, 14358, 14359, 14360	13875
IUOE Local 101S	13660, 13661, 13662, 13664, 13683, 13684, 13685, 13705, 13706, 13707, 13721, 13722, 13723, 13724, 13725, 13726, 13727, 13728, 13729, 13731, 13732, 13733, 13736, 13737, 13738, 13739, 13745, 13746, 13747, 13755, 13756, 13757, 13765, 1418S, 14984, 14986, 14987, 14988, 14989, 14990	13663
IUOE Local 18S	13651, 13652, 13653, 13654, 13656, 13657, 13665, 13690, 13704, 13735, 13741, 13742, 13744, 13748, 13749, 13750, 13751, 13753, 13754, 13758, 13759, 13760, 13761, 13762, 13763, 13764, 13766, 14033, 14055, 14108, 15021, 15022, 15023, 15069, 15079, 15080, 15081, 15082, 15083, 15084	13734

<u>Claimant</u>	<u>Duplicative Claims</u>	<u>Surviving Claims</u>
IUOE Local 832S	13666,13667, 13668, 13669, 13670, 13671, 13672,13673, 13674, 13675, 13676, 13677, 13678, 13679, 13680, 13681, 13682, 13686, 13687, 13688, 13689, 13691, 13692, 13693, 13694, 13695, 13696, 13697, 13698, 13700, 13701, 13702, 13703, 15070, 15072, 15073, 15074, 15076, 15077, 15078	15075

WHEREAS, on January 4, 2007, the Claimants submitted their response, as identified by the corresponding docket number with respect to each Claimant, to the Fourth Omnibus Objection:

<u>Claimant</u>	<u>Response</u>
IUE-CWA Retirees	Docket No. 6424
IUE-CWA Joint Activities Center	Docket No. 6426
Local 711 IUE-CWA	Docket No. 6427
Local 717 IUE-CWA	Docket No. 6429
Local 718 IUE-CWA	Docket No. 6430
Local 801 IUE-CWA	Docket No. 6433
Local 1111 IUE-CWA	Docket No. 6434
Local 416 IUE-CWA	Docket No. 6435
Local 755 IUE-CWA	Docket No. 6431
Local 698 IUE-CWA	Docket No. 6428
IAMAW District 10 and Lodge 78	Docket No. 6454
IBEW Local 663	Docket No. 6454
IUOE Local 101S	Docket No. 6454
IUOE Local 18S	Docket No. 6454
IUOE Local 832S	Docket No. 6454

WHEREAS, on or about January 10, 2007, the Debtors filed the Debtors' Omnibus Reply In Support Of Debtors' Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain Duplicate And Amended Claims (Docket No. 6537) where the Debtors stated that pursuant to an agreement between the Debtors and the Claimants, the hearing on the Claimants' claims would be adjourned to February 14, 2007;

WHEREAS, on January 18, 2007, this Court entered the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Duplicate And Amended Claims Identified In Fourth Omnibus Claims Objection (Docket No. 6683), adjourning the hearing on the Claimants' claims to February 14, 2007;

WHEREAS, the Debtors and the Claimants have agreed to resolve the Debtors' objection to the Claimants' claims through the entry of this Stipulation and Agreed Order.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. For administrative convenience only, and without prejudice to its rights against the Other Debtor Entities², each Claimant agrees that the Duplicative Claims should be and are hereby expunged.

2. Entry of this order is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to claims that are the subject of the Fourth Omnibus Objection, on any grounds whatsoever; provided, however, that solely to the extent that (a) Claimants filed Duplicative Claims against different Debtors for the same asserted obligation (the "Multiple Debtor Duplicative Claims") and (b) certain of such Claimants' Multiple Debtor Duplicative Claims are being disallowed and expunged hereby, the Debtors

² For purposes of this Stipulation and Agreed Order, the entities for which the Multiple Debtor Duplicative Claims (as defined below) are asserted against are referred to herein as the "Other Debtor Entities."

shall not seek to have the Claimants' remaining Multiple Debtor Duplicative Claims (the "Surviving Claim") disallowed and expunged solely on the basis that such Surviving Claims are asserted against the incorrect Debtor, provided that one of the Multiple Debtor Duplicative Claims was originally filed against the correct Debtor. For the avoidance of doubt, except as expressly provided in the preceding sentence, the Surviving Claims shall remain subject to further objection on any grounds whatsoever, including, without limitation, that any such Surviving Claims are asserted against the incorrect Debtor if the Claimants did not file a Multiple Debtor Duplicative Claim against the correct Debtor. Nothing contained herein shall restrict the Debtors from objecting to any Surviving Claims or any holders of Surviving Claims from seeking relief from this Court for the purposes of requesting that this Court modify the Debtor or Debtors against which such Surviving Claims are asserted.

3. With respect to any asserted obligation contained in the Surviving Claim of a Claimant, entry of this order is without prejudice to such Claimant's right to reassert the relevant Multiple Debtor Duplicative Claim or Claims against such other Debtor or Debtors and such reasserted claims shall relate back to the original date of filing. In the event a Claimant wishes to reassert a Multiple Debtor Duplicative Claim or Claim against such other Debtor or Debtors, such claimant must file such reasserted claim with the Bankruptcy Court and serve such reasserted claim on counsel for the Debtors and the claims agent in these chapter 11 cases. A Claimant's right to reassert the relevant Multiple Debtor Duplicative Claim or Claims against such other Debtor or Debtors is subject to the Debtors' or other parties-in-interest's continuing right to object to such claim on any and all other grounds and such claimant's right to respond and defend its claims.

4. In the event a Claimant wishes to amend its claim to assert additional or different obligations against Delphi or any of the Other Debtor Entities, such Claimant need only

amend the Surviving Claim (by filing such amendment with this Court and serving such amendment on counsel for the Debtors and on the claims agent in these chapter 11 cases) and such Claimant need not file new or amended proofs of claim against the Other Debtor Entities. Any amendment of the Surviving Claim shall be considered as having been asserted against all Other Debtor Entities as of the date of the amendment. The Debtors' rights to object to any such purported amendment on any basis, including, but not limited to, that such purported amendment constitutes an untimely assertion of a new claim, are expressly preserved.

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5. This court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Stipulation and Agreed Order.

Dated: New York, New York
February 26, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

/s/ John K. Lyons

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

/s/ Thomas Kennedy

KENNEDY, JENNIK & MURRAY, P.C.
Counsel for IUE-CWA Retirees
Susan M. Jennik
Thomas Kennedy
113 University Place, 7th Floor
New York, New York 10003
(212) 358-1500

Attorneys for IUE-CWA Retirees, IUE-CWA Joint
Activities Center, Local 711 IUE-CWA, Local 717
IUE-CWA, Local 718 IUE-CWA, Local 801 IUE-
CWA, Local 1111 IUE-CWA, Local 416 IUE-
CWA, Local 755 IUE-CWA, and Local 698 IUE-
CWA

/s/ Marianne Goldstein Robbins

PREVARIANT, GOLDBERG, UELMEN,
GRATZ, MILLER & BRUEGGEMAN, S.C.
Marianne Goldstein Robbins
1555 N. RiverCenter Drive, Suite 202
P.O. Box 12993
Milwaukee, Wisconsin 53212
(414) 271-4500

Attorneys for IBEW Local 663 and IAMAW
District 10 and Lodge 78

/s/ Barbara Mehlsack

GORLICK, KRAVITZ & LISTHAUS, P.C.
Barbara Mehlsack
17 State Street
New York, New York 10004
(212) 269-2500

Attorneys for IUOE Local 101S, IUOE Local 18S,
and IUOE Local 832S